

RECORDATION NO. 20182-E
NOV 26 1996 10:27 AM

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.
20006-2973
(202) 393-2266
FAX (202) 393-2156

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

November 26, 1996

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Termination of Agreement, dated November 26, 1996, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a partial termination and relates to the Interim Use Agreement previously filed with the Board under Recordation Number 20182.

The names and addresses of the parties to the enclosed document are:

Manufacturer: Thrall Car Manufacturing Company
2521 State Street
Chicago Heights, Illinois 60411

Company: Central Soya Company, Inc.
110 West Berry Street
Fort Wayne, Indiana 46802

A description of the railroad equipment covered by the enclosed document is set forth on Annex A attached to the Termination of Agreement.

RECEIVED
SURFACE TRANSPORTATION
BOARD
NOV 26 9 19 AM '96

Counter Part -

Mr Vernon A. Williams
November 26, 1996
Page 2

Also enclosed is a check in the amount of \$22 00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20427-0001

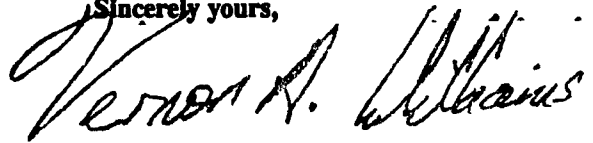
11/26/96

Robert W. Alvord
Alvord And Alvord
918 Sixteenth Street, NW, Ste. 200
Washington, DC., 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/26/96 at 9:20AM , and 9:25AM assigned recordation number(s). 20182-E, 20200-J, 20200-K and 17634-Q.

Sincerely yours,

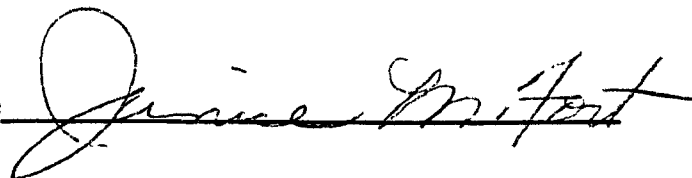


Vernon A. Williams
Secretary

Enclosure(s)

\$ 88.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



NOV 26 1996 -9 20 AM

TERMINATION OF AGREEMENT

Termination of Agreement dated November 26, 1996 between Thrall Car Manufacturing Company, an Illinois corporation with its principal offices located at 2521 State Street Chicago Heights, IL 60411 ("Thrall"), and Central Soya Company, Inc., an Indiana corporation with its principal offices located at 1946 W. Cook Road, Fort Wayne, IN 46801-2407 ("Customer").

WHEREAS, Thrall and Customer are parties to an Interim Use Agreement dated July 12, 1996 (the "Agreement") with respect to one thousand two hundred (1,200) covered hopper railcars, 5,400 cubic foot capacity, bearing car numbers CSYX 12345 through CSYX 13544 inclusive manufactured by Thrall for Customer (the "Cars"); and

WHEREAS, the Agreement was duly filed for recordation with the Surface Transportation Board of the Department of Transportation (the "Board") on July 16, 1996 at 1:15 p.m. and given Recordation Number 20182; and

WHEREAS, Thrall and Customer desire to terminate the Agreement with respect to certain of the Cars and to record such termination with the Board;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, receipt of which is acknowledged, the parties hereby agree as follows:

1. Thrall and Customer hereby terminate the Agreement, effective November 26, 1996, with respect to the Cars listed on Annex A attached hereto; provided, however, that nothing contained in this Termination of Agreement shall affect the rights and liabilities of the parties under the Agreement with respect to acts, events or omissions occurring on or prior to the date hereof.
2. Customer shall record this Termination of Agreement with the Board in order to release any lien created by or arising out of the Agreement with respect to the Cars listed on Annex A.
3. Nothing contained herein shall be construed to terminate the Agreement with respect to any Cars other than the Cars listed on Annex A.

4 This Termination of Agreement may be executed in multiple counterparts which taken together shall constitute a single instrument.

THRALL CAR MANUFACTURING
COMPANY


By 
Title Vice President-Finance

CENTRAL SOYA COMPANY, INC.

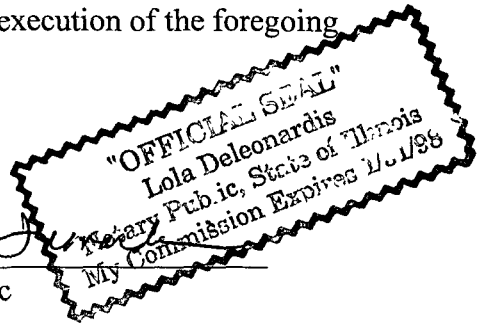
By _____
Title _____

STATE OF Illinois)
) ss.
COUNTY OF DuPage)

On the 26th day of November, 1996 before me personally appeared Robert A. Walk, to me known who, being by me duly sworn, stated that he is Vice President-Finance of Thrall Car Manufacturing Company, that the foregoing instrument was executed on behalf of such corporation, and he acknowledged that the execution of the foregoing instrument was the act and deed of such corporation.



Notary Public



My commission expires: January 31, 1998

STATE OF)
) ss.
COUNTY OF)

On the ___ day of _____, 199__ before me personally appeared _____, to me known who, being by me duly sworn, stated that he is _____ of Central Soya Company, Inc., that the foregoing instrument was executed on behalf of such corporation, and he acknowledged that the execution of the foregoing instrument was the act and deed of such corporation

Notary Public

My commission expires: _____

4. This Termination of Agreement may be executed in multiple counterparts which taken together shall constitute a single instrument.

THRALL CAR MANUFACTURING COMPANY

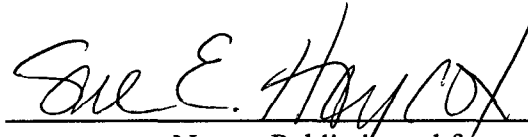
By: _____
Title _____

CENTRAL SOYA COMPANY, INC.

By: Emence E. Guinlan
Title SECRETARY

STATE OF INDIANA)
) ss
COUNTY OF ALLEN)

On this 21ST day of November, 1996, before me personally appeared, TERRENCE E. QUINLAN, to me personally known, being by me duly sworn, says that he is the SECRETARY of CENTRAL SOYA COMPANY, INC. (the "Corporation") and that the said instrument attached hereto was signed on behalf of the Corporation, and he acknowledged that the execution of the foregoing instrument was the act and deed of the Corporation.



Notary Public in and for
the State of Indiana

My commission expires: _____

SUE E. HAYCOX, Notary Public
Allen County, State of Indiana
My Commission Expires February 15, 1998

ANNEX A
TO TERMINATION OF AGREEMENT

DESCRIPTION OF EQUIPMENT

<u>CAR INITIAL</u>	<u>CAR NUMBER</u>	<u>INSPECTION DATE</u>
CSYX	13073	NOV-12-96
CSYX	13089	OCT-24-96
CSYX	13091	OCT-24-96
CSYX	13094	OCT-31-96
CSYX	13104	OCT-29-96
CSYX	13107	OCT-24-96
CSYX	13108	OCT-29-96
CSYX	13110	OCT-28-96
CSYX	13112	OCT-24-96
CSYX	13114	OCT-24-96
CSYX	13115	OCT-28-96
CSYX	13116	OCT-28-96
CSYX	13117	OCT-24-96
CSYX	13118	OCT-25-96
CSYX	13119	OCT-25-96
CSYX	13120	OCT-24-96
CSYX	13121	OCT-24-96
CSYX	13122	OCT-24-96
CSYX	13123	OCT-25-96
CSYX	13124	OCT-25-96
CSYX	13125	OCT-24-96
CSYX	13126	OCT-28-96
CSYX	13127	OCT-25-96
CSYX	13128	OCT-25-96
CSYX	13129	OCT-25-96
CSYX	13130	OCT-25-96
CSYX	13131	OCT-28-96
CSYX	13132	OCT-25-96
CSYX	13133	OCT-28-96
CSYX	13134	OCT-28-96
CSYX	13135	OCT-28-96
CSYX	13136	OCT-25-96
CSYX	13137	OCT-29-96
CSYX	13138	OCT-28-96
CSYX	13139	OCT-28-96
CSYX	13140	OCT-29-96
CSYX	13141	OCT-29-96
CSYX	13142	NOV-05-96
CSYX	13143	OCT-29-96
CSYX	13144	OCT-29-96
CSYX	13145	OCT-29-96
CSYX	13146	OCT-29-96
CSYX	13147	OCT-30-96

100-TON 5400 C/E COVERED HOPPER CARS

SHIPPED FOR JOB 929

<u>CAR INITIAL</u>	<u>CAR NUMBER</u>	<u>INSPECTION DATE</u>
CSYX	13148	OCT-30-96
CSYX	13149	OCT-29-96
CSYX	13150	OCT-30-96
CSYX	13151	OCT-31-96
CSYX	13152	OCT-31-96
CSYX	13153	OCT-30-96
CSYX	13154	OCT-30-96
CSYX	13155	OCT-31-96
CSYX	13156	OCT-30-96
CSYX	13157	NOV-04-96
CSYX	13158	OCT-31-96
CSYX	13159	OCT-30-96
CSYX	13160	OCT-30-96
CSYX	13161	OCT-30-96
CSYX	13162	OCT-30-96
CSYX	13163	OCT-31-96
CSYX	13164	OCT-31-96
CSYX	13165	OCT-31-96
CSYX	13166	NOV-04-96
CSYX	13167	NOV-04-96
CSYX	13168	NOV-04-96
CSYX	13169	OCT-31-96
CSYX	13170	OCT-31-96
CSYX	13171	NOV-04-96
CSYX	13172	NOV-04-96
CSYX	13173	NOV-04-96
CSYX	13174	NOV-04-96
CSYX	13175	NOV-06-96
CSYX	13176	NOV-14-96
CSYX	13177	NOV-14-96
CSYX	13178	NOV-04-96
CSYX	13179	NOV-04-96
CSYX	13180	NOV-04-96
CSYX	13181	NOV-04-96
CSYX	13182	NOV-04-96
CSYX	13183	NOV-04-96
CSYX	13184	NOV-04-96
CSYX	13185	NOV-04-96
CSYX	13186	NOV-05-96
CSYX	13187	NOV-05-96
CSYX	13188	NOV-04-96
CSYX	13189	NOV-05-96
CSYX	13190	NOV-04-96

100-TON 5400 C/F COVERED HOPPER CARS

SHIPPED FOR JOB 929

<u>CAR INITIAL</u>	<u>CAR NUMBER</u>	<u>INSPECTION DATE</u>
CSYX	13191	NOV-04-96
CSYX	13192	NOV-04-96
CSYX	13193	NOV-08-96
CSYX	13194	NOV-06-96
CSYX	13195	NOV-08-96
CSYX	13196	NOV-05-96
CSYX	13197	NOV-06-96
CSYX	13198	NOV-05-96
CSYX	13199	NOV-07-96
CSYX	13200	NOV-06-96
CSYX	13201	NOV-06-96
CSYX	13202	NOV-05-96
CSYX	13203	NOV-05-96
CSYX	13204	NOV-11-96
CSYX	13205	NOV-06-96
CSYX	13206	NOV-08-96
CSYX	13207	NOV-07-96
CSYX	13208	NOV-08-96
CSYX	13209	NOV-06-96
CSYX	13210	NOV-06-96
CSYX	13211	NOV-06-96
CSYX	13212	NOV-12-96
CSYX	13213	NOV-12-96
CSYX	13214	NOV-06-96
CSYX	13215	NOV-07-96
CSYX	13216	NOV-06-96
CSYX	13217	NOV-11-96
CSYX	13218	NOV-08-96
CSYX	13219	NOV-08-96
CSYX	13220	NOV-07-96
CSYX	13221	NOV-08-96
CSYX	13222	NOV-08-96
CSYX	13223	NOV-08-96
CSYX	13224	NOV-08-96
CSYX	13225	NOV-08-96
CSYX	13226	NOV-11-96
CSYX	13227	NOV-11-96
CSYX	13228	NOV-08-96
CSYX	13229	NOV-08-96
CSYX	13230	NOV-08-96
CSYX	13231	NOV-08-96
CSYX	13232	NOV-08-96
CSYX	13233	NOV-11-96

100-TON 5400 C/F COVERED HOPPER CARS

SHIPPED FOR JOB 929

<u>CAR INITIAL</u>	<u>CAR NUMBER</u>	<u>INSPECTION DATE</u>
CSYX	13234	NOV-11-96
CSYX	13235	NOV-08-96
CSYX	13236	NOV-12-96
CSYX	13237	NOV-12-96
CSYX	13238	NOV-11-96
CSYX	13239	NOV-11-96
CSYX	13240	NOV-12-96
CSYX	13241	NOV-11-96
CSYX	13242	NOV-14-96
CSYX	13243	NOV-12-96
CSYX	13244	NOV-11-96
CSYX	13245	NOV-12-96
CSYX	13246	NOV-12-96
CSYX	13248	NOV-13-96
CSYX	13249	NOV-13-96
CSYX	13250	NOV-13-96
CSYX	13251	NOV-12-96
CSYX	13252	NOV-13-96
CSYX	13253	NOV-13-96
CSYX	13254	NOV-14-96
CSYX	13255	NOV-14-96
CSYX	13256	NOV-18-96
CSYX	13257	NOV-14-96
CSYX	13259	NOV-13-96
CSYX	13260	NOV-14-96
CSYX	13261	NOV-14-96
CSYX	13262	NOV-13-96
CSYX	13263	NOV-14-96
CSYX	13264	NOV-13-96
CSYX	13265	NOV-13-96
CSYX	13267	NOV-13-96
CSYX	13269	NOV-15-96
CSYX	13271	NOV-18-96
CSYX	13272	NOV-15-96
CSYX	13273	NOV-18-96
CSYX	13275	NOV-15-96
CSYX	13276	NOV-15-96
CSYX	13278	NOV-15-96
CSYX	13279	NOV-18-96
CSYX	13280	NOV-15-96
CSYX	13281	NOV-14-96
CSYX	13282	NOV-18-96
CSYX	13283	NOV-19-96

100-TON 5400 C/F COVERED HOPPER CARS

SHIPPED FOR JOB 929

<u>CAR INITIAL</u>	<u>CAR NUMBER</u>	<u>INSPECTION DATE</u>
CSYX	13284	NOV-15-96
CSYX	13285	NOV-15-96
CSYX	13286	NOV-19-96
CSYX	13288	NOV-18-96
CSYX	13289	NOV-15-96
CSYX	13290	NOV-15-96
CSYX	13291	NOV-18-96
CSYX	13292	NOV-19-96
CSYX	13293	NOV-18-96
CSYX	13294	NOV-19-96
CSYX	13295	NOV-19-96
CSYX	13296	NOV-18-96
CSYX	13297	NOV-18-96
CSYX	13298	NOV-19-96
CSYX	13299	NOV-19-96
CSYX	13301	NOV-19-96
CSYX	13304	NOV-19-96
CSYX	13308	NOV-19-96
TOTAL	<u>190</u>	

in each case, together with all parts, appurtenances
and other equipment or property attached to said units
of railroad equipment.